

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known) _____ Chapter 7☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Nook Sleep Systems, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 86-2001817

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>1840 Maryland Street</u>	
	<u>Houston, TX 77006</u>	
	Number, Street, City, State & ZIP Code	P.O. Box, Number, Street, City, State & ZIP Code
	<u>Harris</u>	Location of principal assets, if different from principal place of business
	County	
		Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.nooksleep.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor **Nook Sleep Systems, LLC**
Name

Case number (if known)

7. Describe debtor's business A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5021**8. Under which chapter of the Bankruptcy Code is the debtor filing?***Check one:*

- ☒ Chapter 7
- ☐ Chapter 9
- ☐ Chapter 11. *Check all that apply:*

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

Debtor **Nook Sleep Systems, LLC**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☒ No
☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor Relationship
District Case number, if known

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

- ☐ No

- ☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000

☒ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

16. Estimated liabilities

☒ \$0 - \$50,000

☐ \$1,000,001 - \$10 million

☐ \$500,000,001 - \$1 billion

Debtor	Nook Sleep Systems, LLC	Case number (if known)	
	Name		
	<input type="checkbox"/> \$50,001 - \$100,000	<input type="checkbox"/> \$10,000,001 - \$50 million	<input type="checkbox"/> \$1,000,000,001 - \$10 billion
	<input type="checkbox"/> \$100,001 - \$500,000	<input type="checkbox"/> \$50,000,001 - \$100 million	<input type="checkbox"/> \$10,000,000,001 - \$50 billion
	<input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> More than \$50 billion

Debtor **Nook Sleep Systems, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **September 11, 2023**
MM / DD / YYYY**X /s/ Henry R. Johnston**

Signature of authorized representative of debtor

Henry R. Johnston

Printed name

Title **President****18. Signature of attorney****X /s/ Jarrod B. Martin**

Signature of attorney for debtor

Date **September 11, 2023**

MM / DD / YYYY

Jarrod B. Martin

Printed name

Chamberlain, Hrdlicka, White, Williams, & Aughtry, P.C.

Firm name

**1200 Smith Street
Suite 1400
Houston, TX 77002**

Number, Street, City, State & ZIP Code

Contact phone **(713) 658-1818**Email address **jarrod.martin@chamberlainlaw.com****24070221 TX**

Bar number and State

Fill in this information to identify the case:Debtor name Nook Sleep Systems, LLCUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF TEXAS

Case number (if known) _____

☐ Check if this is an amended filingOfficial Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Verification of Creditor's Matrix

I declare under penalty of perjury that the foregoing is true and correct.

Executed on September 11, 2023**X /s/ Henry R. Johnston**

Signature of individual signing on behalf of debtor

Henry R. Johnston

Printed name

President

Position or relationship to debtor

Fill in this information to identify the case:Debtor name **Nook Sleep Systems, LLC**United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF TEXAS**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals****12/15****Part 1: Summary of Assets****1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. Real property:	
Copy line 88 from <i>Schedule A/B</i>	\$ 0.00
1b. Total personal property:	
Copy line 91A from <i>Schedule A/B</i>	\$ 51,358.96
1c. Total of all property:	
Copy line 92 from <i>Schedule A/B</i>	\$ 51,358.96

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)	
Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i>	\$ 0.00
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
3a. Total claim amounts of priority unsecured claims:	
Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i>	\$ 0.00
3b. Total amount of claims of nonpriority amount of unsecured claims:	
Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i>	+\$ 31,942.98
4. Total liabilities	
Lines 2 + 3a + 3b	\$ 31,942.98

Fill in this information to identify the case:Debtor name **Nook Sleep Systems, LLC**United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF TEXAS**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.
☒ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

3.1. **Amegy Bank of Texas****Checking****8263****\$3,759.63****4. Other cash equivalents (Identify all)****5. Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$3,759.63**Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?**

- ☐ No. Go to Part 3.
☒ Yes Fill in the information below.

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

7.1. **Insurance Refund - Liberty Mutual****\$11,473.00****8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**

Description, including name of holder of prepayment

9. Total of Part 2.

Add lines 7 through 8. Copy the total to line 81.

\$11,473.00

Debtor **Nook Sleep Systems, LLC**
Name

Case number (If known)

Part 3: Accounts receivable**10. Does the debtor have any accounts receivable?**

- ☐ No. Go to Part 4.
- ☒ Yes Fill in the information below.

11. Accounts receivable

11a. 90 days old or less:	<u>324.00</u>	-	<u>0.00</u>	=	<u>\$324.00</u>
	face amount		doubtful or uncollectible accounts		

11a. 90 days old or less:	<u>370.50</u>	-	<u>0.00</u>	=	<u>\$370.50</u>
	face amount		doubtful or uncollectible accounts		

11a. 90 days old or less:	<u>6,944.04</u>	-	<u>0.00</u>	=	<u>\$6,944.04</u>
	face amount		doubtful or uncollectible accounts		

11a. 90 days old or less:	<u>20.72</u>	-	<u>0.00</u>	=	<u>\$20.72</u>
	face amount		doubtful or uncollectible accounts		

11a. 90 days old or less:	<u>255.96</u>	-	<u>0.00</u>	=	<u>\$255.96</u>
	face amount		doubtful or uncollectible accounts		

11a. 90 days old or less:	<u>100.00</u>	-	<u>0.00</u>	=	<u>\$100.00</u>
	face amount		doubtful or uncollectible accounts		

11a. 90 days old or less:	<u>1,042.00</u>	-	<u>0.00</u>	=	<u>\$1,042.00</u>
	face amount		doubtful or uncollectible accounts		

11b. Over 90 days old:	<u>12,600.00</u>	-	<u>12,600.00</u>	=....	<u>\$0.00</u>
	face amount		doubtful or uncollectible accounts		

11b. Over 90 days old:	<u>6,603.50</u>	-	<u>0.00</u>	=....	<u>\$6,603.50</u>
	face amount		doubtful or uncollectible accounts		

11b. Over 90 days old:	<u>1,727.41</u>	-	<u>0.00</u>	=....	<u>\$1,727.41</u>
	face amount		doubtful or uncollectible accounts		

11b. Over 90 days old:	<u>18,146.20</u>	-	<u>0.00</u>	=....	<u>\$18,146.20</u>
	face amount		doubtful or uncollectible accounts		

11b. Over 90 days old:	<u>592.00</u>	-	<u>0.00</u>	=....	<u>\$592.00</u>
	face amount		doubtful or uncollectible accounts		

Debtor **Nook Sleep Systems, LLC**
Name

Case number (If known) _____

12. **Total of Part 3.**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$36,126.33**Part 4: Investments**13. **Does the debtor own any investments?**

- ☒ No. Go to Part 5.
☐ Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets18. **Does the debtor own any inventory (excluding agriculture assets)?**

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)27. **Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- ☒ No. Go to Part 8.
☐ Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles46. **Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☒ No. Go to Part 9.
☐ Yes Fill in the information below.

Part 9: Real property54. **Does the debtor own or lease any real property?**

- ☒ No. Go to Part 10.
☐ Yes Fill in the information below.

Part 10: Intangibles and intellectual property59. **Does the debtor have any interests in intangibles or intellectual property?**

- ☐ No. Go to Part 11.
☒ Yes Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets US Pat. No. 9,681,757	Unknown		Unknown
US Pat. No. 10,939,773	Unknown		Unknown

Debtor Nook Sleep Systems, LLC Case number (If known) _____

Name

<u>US Pat. No. 16/874,418 (pending)</u>	<u>Unknown</u>	<u>Unknown</u>
<u>Canadian Pat. No. 2,767,190</u>	<u>Unknown</u>	<u>Unknown</u>
<u>UK Pat. No. 2485319</u>	<u>Unknown</u>	<u>Unknown</u>
<u>Dreamsheet Trademark</u>	<u>Unknown</u>	<u>Unknown</u>
<u>Nook Trademark</u>	<u>Unknown</u>	<u>Unknown</u>
<u>N Nook Sleep Systems & Designs Trademark</u>	<u>Unknown</u>	<u>Unknown</u>
<u>N Design + Nook Sleep, Play, Grow Trademark</u>	<u>Unknown</u>	<u>Unknown</u>

61.	Internet domain names and websites <u>www.nooksleep.com; www.ns.com; www.nooksleepsystems.com</u>	<u>\$0.00</u>	<u>Unknown</u>
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62. Licenses, franchises, and royalties

63.	Customer lists, mailing lists, or other compilations <u>Customer list</u>	<u>\$0.00</u>	<u>Unknown</u>
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	<u>Customer List</u>	<u>\$0.00</u>	<u>Unknown</u>
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64. Other intangibles, or intellectual property

65. Goodwill

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

<u>\$0.00</u>

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107?

☒ No
☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

☒ No
☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

☒ No
☐ Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

☐ No. Go to Part 12.

Debtor **Nook Sleep Systems, LLC**
Name

Case number (If known) _____

☐ Yes Fill in the information below.

Current value of
debtor's interest

71. **Notes receivable**
Description (include name of obligor)
72. **Tax refunds and unused net operating losses (NOLs)**
Description (for example, federal, state, local)
73. **Interests in insurance policies or annuities**
74. **Causes of action against third parties (whether or not a lawsuit has been filed)**
75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**
76. **Trusts, equitable or future interests in property**
77. **Other property of any kind not already listed** *Examples: Season tickets, country club membership*
Amazon has the remaining inventory. As inventory is sold, the debtor is paid. Any unsold inventory that Amazon deems stale is discarded by Amazon in their sole discretion.

Unknown

78. **Total of Part 11.**
Add lines 71 through 77. Copy the total to line 90.

\$0.00

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**
☒ No
☐ Yes

Debtor **Nook Sleep Systems, LLC**
Name

Case number (If known) _____

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	\$3,759.63	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$11,473.00	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$36,126.33	
83. Investments. <i>Copy line 17, Part 4.</i>	\$0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$0.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$0.00	
88. Real property. <i>Copy line 56, Part 9.....></i>		\$0.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$0.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	\$0.00	
91. Total. Add lines 80 through 90 for each column	\$51,358.96	\$0.00
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		\$51,358.96

Fill in this information to identify the case:Debtor name **Nook Sleep Systems, LLC**United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF TEXAS**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with **PRIORITY** unsecured claims and Part 2 for creditors with **NONPRIORITY** unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☒ No. Go to Part 2.☐ Yes. Go to line 2.**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	Nonpriority creditor's name and mailing address Divvy MasterCard 13707 S 200 W Suite 100 Draper, UT 84020 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Credit Card Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$571.53
3.2	Nonpriority creditor's name and mailing address Ernest Packaging Solutions 5777 Smithway Street Commerce, CA 90040 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: SERVICES Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$2,180.70
3.3	Nonpriority creditor's name and mailing address Henry & Company, PC 1177 West Loop South Suite 1850 Houston, TX 77027 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: SERVICES Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$6,550.00
3.4	Nonpriority creditor's name and mailing address IPFS, Inc. 22522 29th Drive Suite 214 Bothell, WA 98021 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Insurance Financing - Subject to Early Termination Refunds Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$15,974.05

Debtor	Nook Sleep Systems, LLC <small>Name</small>		Case number (if known)
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3.5	Nonpriority creditor's name and mailing address Mainfreight, Inc. 1400 Glenn Curtiss Street Carson, CA 90746 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>SERVICES</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,454.16
3.6	Nonpriority creditor's name and mailing address McKinney Law Group APC 228 Hamilton Avenue, 3rd Floor Palo Alto, CA 94301 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,274.00
3.7	Nonpriority creditor's name and mailing address Nook Digital, LLC c/o Pearl Cohen Zedek Latzer Baratz LLP Attention: Todd Braverman 1500 Broadway, 12th Floor New York, NY 10036 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Untimely opposition instituted by Nook Digital LLC to block Nook Sleep Systems LLC from obtaining a trademark for NOOK and NOOK Sleep.</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
3.8	Nonpriority creditor's name and mailing address Pranger Law PC 88 Guy Place Suite 405 San Francisco, CA 94105 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$129.00
3.9	Nonpriority creditor's name and mailing address Prime Line Packaging 126 Corporate Boulevard Unit 1 South Plainfield, NJ 07080 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Goods and Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,809.54
3.10	Nonpriority creditor's name and mailing address Toxin Free USA dba GMO Free USA c/o Richman Law & Policy Attention: Kim E. Richman 1 Bridge Street, Suite 83 Irvington, NY 10533 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Lawsuit</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part 1 or Part 2 is the related creditor (if any) listed?

Last 4 digits of account number, if any

Debtor Nook Sleep Systems, LLC <small>Name</small>	Case number (if known) _____
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Name and mailing address	On which line in Part1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1 Allianz Trade 800 Red Brook Boulevard Owings Mills, MD 21117	Line <u>3.9</u> <input type="checkbox"/> Not listed. Explain _____	—
4.2 CRF Solutions 2051 Royal Avenue Simi Valley, CA 93065	Line <u>3.2</u> <input type="checkbox"/> Not listed. Explain _____	—

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

Total of claim amounts	
5a.	\$ <u>0.00</u>
5b. +	\$ <u>31,942.98</u>
5c.	\$ <u>31,942.98</u>

Fill in this information to identify the case:Debtor name Nook Sleep Systems, LLCUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF TEXAS

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

04/22

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☐ None.**Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year****Sources of revenue**
Check all that apply**Gross revenue**
(before deductions and exclusions)**From the beginning of the fiscal year to filing date:**From 1/01/2023 to **Filing Date**☒ Operating a business\$600,421.00☐ Other _____**For prior year:**From 1/01/2022 to 12/31/2022☒ Operating a business\$1,546,665.00☐ Other _____**For year before that:**From 1/01/2021 to 12/31/2021☒ Operating a business\$1,823,642.00☐ Other _____**2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.**Description of sources of revenue****Gross revenue from each source**
(before deductions and exclusions)**Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers--including expense reimbursements--to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.**Creditor's Name and Address****Dates****Total amount of value****Reasons for payment or transfer**
Check all that apply

Debtor **Nook Sleep Systems, LLC**

Case number (if known) _____

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. Allied Foam Fabricators, Inc. 902 N. Ann Arbor Avenue Oklahoma City, OK 73127	6/22/23 (13,288.80) 6/23/23 (2,622.51)	\$15,911.31	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___
3.2. Culp, Inc. PO Box 751007 Charlotte, NC 28275	6/9/23 (12,469.69) 6/16/23 (5,035.04) 8/7/23 (50,320.10) 8/18/23 (85.15)	\$67,909.98	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___
3.3. Divvy MasterCard 13707 S 200 W Suite 100 Draper, UT 84020	6/15/23 (23,569.52) 7/3/23 (12,706.94) 7/17/23 (7,863.61) 8/1/23 (9,929.67) 8/15/23 (6,614.81) 9/1/23 (1,122.33)	\$61,806.88	<input type="checkbox"/> Secured debt <input checked="" type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___
3.4. Henry & Company, PC 1177 West Loop South Suite 1850 Houston, TX 77027	6/15/23 (9,950.00) 8/29/23 (6,550.00)	\$16,500.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other___
3.5. Innovative Bedding Solutions, Inc. 6450A Caballero Boulevard Buena Park, CA 90620	6/7/23 (9,986.13) 7/3/23 (5,379.00)	\$15,365.13	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___
3.6. IPFS, Inc. 22522 29th Drive Suite 214 Bothell, WA 98021	6/6/23 (3,194.81) 7/6/23 (3,194.81) 8/7/23 (3,194.81)	\$9,584.43	<input type="checkbox"/> Secured debt <input checked="" type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___
3.7. Jeanha Joo 835 Lucerne Boulevard Apartment 101 Los Angeles, CA 90005	6/9/23 (1,890.00) 6/14/23 (2,070.00) 6/21/23 (1,980.00) 6/26/23 (1,170.00)	\$7,110.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other___

Debtor **Nook Sleep Systems, LLC**

Case number (if known) _____

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.8. MFI International, Inc. 9570 Pan American Drive El Paso, TX 79927	6/9/23 (\$3,353.40) 6/16/23 (\$2,399.15) 6/23/23 (\$2,624.20) 6/30/23 (\$497.65) 7/5/23 (\$3,586.40)	\$12,460.80	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___
3.9. Mainfreight, Inc. 1400 Glenn Curtiss Street Carson, CA 90746	6/14/2023-9/6/2023	\$89,193.52	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___
3.10 One Step Printing 2424 McGraw Irvine, CA 92614	6/14/23 (\$1,518.59) 6/14/23 (\$1,440.41) 6/14/23 (\$1,115.42)	\$4,074.42	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___
3.11 Priority1 PO Box 840808 Dallas, TX 75284-0808	6/7/23 (\$590.59) 6/9/23 (\$196.57) 6/14/23 (\$2,642.79) 6/21/23 (\$1,275.00) 6/28/23 (\$2,026.78) 7/5/23 (\$134.15) 7/12/23 (\$1,289.20) 8/8/23 (\$553.35)	\$8,708.43	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other___

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☒ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
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5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

Debtor **Nook Sleep Systems, LLC**

Case number (if known) _____

☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

	Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1.	GMO Free USA dba Toxin Free USA , et al. v. Nook Sleep Systems, LLC 2023-CAB-002103	False and deceptive marketing and sale of "Pure Organic" crib mattresses.	Superior Court of the District of Columb Civil Actions Branch 500 Indiana Avenue, N.W., Suite 5000 Washington, DC 20001	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2.	Nook Digital, LLC v. Nook Sleep Systems, LLC 91264684OPP	Untimely opposition instituted by Nook Digital LLC to block Nook Sleep Systems LLC from obtaining a trademark for NOOK and NOOK Sleep 11 years after original trademark	US Trademark Trial and Appeal Board PO Box 1451 Alexandria, VA 22313-1451	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None**Part 4: Certain Gifts and Charitable Contributions****9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**

Debtor **Nook Sleep Systems, LLC**

Case number (if known) _____

☒ None**Description of the property lost and how the loss occurred****Amount of payments received for the loss**

If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.

List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).

Dates of loss**Value of property lost****Part 6: Certain Payments or Transfers****11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.**Who was paid or who received the transfer?**
Address**If not money, describe any property transferred****Dates****Total amount or value**11.1. **Chamberlain Hrdlicka**
1200 Smith Street
Suite 1400
Houston, TX 77002**8/30/2023****\$7,838.00****Email or website address**
www.chamberlainlaw.com**Who made the payment, if not debtor?****12. Self-settled trusts of which the debtor is a beneficiary**

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None.**Name of trust or device****Describe any property transferred****Dates transfers were made****Total amount or value****13. Transfers not already listed on this statement**

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None.**Who received transfer?**
Address**Description of property transferred or payments received or debts paid in exchange****Date transfer was made****Total amount or value****Part 7: Previous Locations****14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply**Address****Dates of occupancy**
From-To

Debtor **Nook Sleep Systems, LLC**

Case number (if known) _____

Address**Dates of occupancy
From-To**

14.1. **13020 Yukon Avenue
Unit P2
Hawthorne, CA 90250**

4-10-13 thru 5-31-22**Part 8: Health Care Bankruptcies****15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

Facility name and address**Nature of the business operation, including type of services
the debtor provides****If debtor provides meals
and housing, number of
patients in debtor's care****Part 9: Personally Identifiable Information****16. Does the debtor collect and retain personally identifiable information of customers?**

- ☐ No.
- ☒ Yes. State the nature of the information collected and retained.

**Name, address, and credit card information was collected through its
Shopify account when sales were made.**

Does the debtor have a privacy policy about that information?

- ☒ No
- ☐ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☒ No. Go to Part 10.
- ☐ Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

- ☒ None

**Financial Institution name and
Address****Last 4 digits of
account number****Type of account or
instrument****Date account was
closed, sold,
moved, or
transferred****Last balance
before closing or
transfer****19. Safe deposit boxes**

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

Debtor **Nook Sleep Systems, LLC**

Case number (if known) _____

☐ None

Depository institution name and address

Names of anyone with
access to it
Address

Description of the contents

Does debtor
still have it?**20. Off-premises storage**

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☐ None

Facility name and address

Names of anyone with
access to it

Description of the contents

Does debtor
still have it?**Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own****21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☐ None**Part 12: Details About Environment Information**

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.☐ No.☐ Yes. Provide details below.Case title
Case numberCourt or agency name and
address

Nature of the case

Status of case

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?☐ No.☐ Yes. Provide details below.

Site name and address

Governmental unit name and
address

Environmental law, if known

Date of notice

24. Has the debtor notified any governmental unit of any release of hazardous material?☐ No.☐ Yes. Provide details below.

Site name and address

Governmental unit name and
address

Environmental law, if known

Date of notice

Part 13: Details About the Debtor's Business or Connections to Any Business

Debtor **Nook Sleep Systems, LLC**

Case number (if known)

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☒ None

Business name address**Describe the nature of the business****Employer Identification number**

Do not include Social Security number or ITIN.

Dates business existed**26. Books, records, and financial statements**

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address**Date of service
From-To**

26a.1. **NIMBL
299 S. Main #1300
PMB 90424
Salt Lake City, UT 84111**

2021-Present

26a.2. **Donna Flanagan
Henry & Company, P.C.
1177 West Loop South
Suite 1850
Houston, TX 77027**

2021-Present

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☒ None

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☒ None

Name and address**If any books of account and records are
unavailable, explain why**

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

Name and address

26d.1. **Howard S. Lewis Insurance Services, Inc.
79-418 Mission Drive West
La Quinta, CA 92253**

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No

☐ Yes. Give the details about the two most recent inventories.

**Name of the person who supervised the taking of the
inventory****Date of inventory****The dollar amount and basis (cost, market,
or other basis) of each inventory**

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Debtor **Nook Sleep Systems, LLC**

Case number (if known) _____

Name	Address	Position and nature of any interest	% of interest, if any
Henry R. Johnston	1840 Maryland Street Houston, TX 77006	Chief Financial Officer and General Partner of SMM Debt Parties, Ltd., which is the managing member and owner.	
Never Not Prepared, LLC	1840 Maryland Street Houston, TX 77006	Membership Interest	14.80%
SMM Debt Partners, Ltd.	1840 Maryland Street Houston, TX 77006	Membership Interest	76.48%
Henry R. Johnston Irrevocable Family Tru	1840 Maryland Street Houston, TX 77006	Membership Interest	3.57%
TXAU Management, LLC	1840 Maryland Street Houston, TX 77006	Membership Interest	5.15%

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☐ No
☒ Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
Michelle Spiegel	27384 Riverside Lane Valencia, CA 91354	Chief Executive Officer	2-1-22 to 5-31-23
Marcella Murante	7737 E 24th Avenue Denver, CO 80238	Chief Operating Officer	2-1-22 to 6-30-23

30. **Payments, distributions, or withdrawals credited or given to insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☒ No
☐ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
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31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No
☐ Yes. Identify below.

Debtor Nook Sleep Systems, LLC

Case number (if known) _____

Name of the parent corporation

Employer Identification number of the parent corporation

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the pension fund

Employer Identification number of the pension fund

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on September 11, 2023/s/ Henry R. Johnston

Signature of individual signing on behalf of the debtor

Henry R. Johnston

Printed name

Position or relationship to debtor PresidentAre additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☒ No
☐ Yes

B2030 (Form 2030) (12/15)

United States Bankruptcy Court
Southern District of Texas

In re **Nook Sleep Systems, LLC**

Debtor(s)

Case No.

Chapter

7

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	<u>7,838.00</u>
Prior to the filing of this statement I have received	\$	<u>7,838.00</u>
Balance Due	\$	<u>0.00</u>

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify):

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

Investigating, advising, and filing a Chapter 7 bankruptcy and an appearance at the 341 Meeting of Creditors.

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

Representation of the debtors in any any 2004 examination or representation in connection with any adversary proceeding or contested matter, including a motion to dismiss.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

September 11, 2023

Date

/s/ Jarrod B. Martin

Jarrod B. Martin

Signature of Attorney

Chamberlain, Hrdlicka, White, Williams, & Aughtry, P.C.

1200 Smith Street

Suite 1400

Houston, TX 77002

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jarrod.martin@chamberlainlaw.com

Name of law firm

**United States Bankruptcy Court
Southern District of Texas**

In re **Nook Sleep Systems, LLC**

Debtor(s)

Case No.

Chapter

7

VERIFICATION OF CREDITOR MATRIX

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **September 11, 2023**

/s/ Henry R. Johnston

Henry R. Johnston/President

Signer/Title

ALLIANZ TRADE
800 RED BROOK BOULEVARD
OWINGS MILLS, MD 21117

CRF SOLUTIONS
2051 ROYAL AVENUE
SIMI VALLEY, CA 93065

DIVVY MASTERCARD
13707 S 200 W
SUITE 100
DRAPER, UT 84020

ERNEST PACKAGING SOLUTIONS
5777 SMITHWAY STREET
COMMERCE, CA 90040

HENRY & COMPANY, PC
1177 WEST LOOP SOUTH
SUITE 1850
HOUSTON, TX 77027

IPFS, INC.
22522 29TH DRIVE
SUITE 214
BOTHELL, WA 98021

MAINFREIGHT, INC.
1400 GLENN CURTISS STREET
CARSON, CA 90746

MCKINNEY LAW GROUP APC
228 HAMILTON AVENUE, 3RD FLOOR
PALO ALTO, CA 94301

NOOK DIGITAL, LLC
C/O PEARL COHEN ZEDEK LATZER BARATZ LLP
ATTENTION: TODD BRAVERMAN
1500 BROADWAY, 12TH FLOOR
NEW YORK, NY 10036

PRANGER LAW PC
88 GUY PLACE
SUITE 405
SAN FRANCISCO, CA 94105

PRIME LINE PACKAGING
126 CORPORATE BOULEVARD
UNIT 1
SOUTH PLAINFIELD, NJ 07080

TOXIN FREE USA DBA GMO FREE USA
C/O RICHMAN LAW & POLICY
ATTENTION: KIM E. RICHMAN
1 BRIDGE STREET, SUITE 83
IRVINGTON, NY 10533

**United States Bankruptcy Court
Southern District of Texas**

In re **Nook Sleep Systems, LLC**

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Chapter **7**

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Nook Sleep Systems, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Never Not Prepared, LLC
1840 Maryland Street
Houston, TX 77060

SMM Debt Partners, Ltd.
1840 Maryland Street
Houston, TX 77006

☐ None [*Check if applicable*]

September 11, 2023

Date

/s/ Jarrod B. Martin

Jarrod B. Martin

Signature of Attorney or Litigant

Counsel for **Nook Sleep Systems, LLC**

Chamberlain, Hrdlicka, White, Williams, & Aughtry, P.C.

1200 Smith Street

Suite 1400

Houston, TX 77002

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